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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	
	)	Jointly Administered
	)	

**NINTH SUPPLEMENTAL AFFIDAVIT OF ROBERT J. ROSENBERG REGARDING  
THE RETENTION OF LATHAM & WATKINS LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

[illegible]

ROBERT J. ROSENBERG, being duly sworn, deposes and says:

1. I am a partner in the firm of Latham & Watkins LLP (“Latham & Watkins”), which maintains offices at 885 Third Avenue, Suite 1000, New York, New York 10022, and elsewhere. I am familiar with the matters set forth herein and submit this Ninth Supplemental Affidavit regarding the retention of Latham & Watkins as counsel to the official committee of unsecured creditors (the “Committee”) appointed in the above-captioned cases.

**BACKGROUND**

2. On October 8, 2005, thirty-nine of the above-captioned debtors filed with this Court voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, as amended. On October 14, 2005, the remaining three debtors similarly filed voluntary petitions.

3. On October 17, 2005, the Committee was appointed.

4. On November 17, 2005, the Committee filed the Application of the Official Committee of Unsecured Creditors For Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel, *Nunc Pro Tunc* to October 17, 2005 (the “Retention Application”).

5. On November 30, 2005, this Court entered its Interim Order Authorizing Employment and Retention of Latham & Watkins as counsel for the Official Committee of Unsecured Creditors (the “Interim Order”).

6. On January 6, 2006, this Court entered an order (the “Final Order”) approving Latham & Watkins’ retention on a final basis.

7. On January 18, 2006, Latham & Watkins filed the First Supplemental Affidavit of Robert J. Rosenberg in Support of the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

8. On January 23, 2006, Latham & Watkins filed the Second Supplemental Affidavit of Robert J. Rosenberg in Support of the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

9. On June 15, 2006, Latham & Watkins filed the Third Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

10. On September 26, 2006, Latham & Watkins filed the Fourth Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

11. On January 24, 2007, Latham & Watkins filed the Fifth Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

12. On March 27, 2007, Latham & Watkins filed the Sixth Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

13. On June 26, 2007, Latham & Watkins filed the Seventh Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

14. On October 29, 2007, Latham & Watkins filed the Eighth Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors.

15. I am filing this Ninth Supplemental Affidavit (the "Ninth Supplemental Affidavit") to disclose certain facts relevant to Latham & Watkins' retention which have come to my attention since the filing of the Eighth Supplemental Affidavit.

**SUPPLEMENTAL DISCLOSURES IN RELATION TO CERTAIN OF LATHAM &  
WATKINS LLP'S CLIENTS**

16. Upon information and belief, Banco Santander Central Hispano S.A. ("Banco Santander") or its affiliates are prepetition creditors of the Debtors. Latham & Watkins was recently retained to represent Banco Santander and its affiliates in matters wholly unrelated to the Debtors and these cases.

17. Upon information and belief, Watershed Asset Management, LLC (“Watershed”) or its affiliates are prepetition creditors of the Debtors. Latham & Watkins was recently retained to represent Watershed and its affiliates in matters wholly unrelated to the Debtors and these cases.

18. Upon information and belief, Fuji Heavy Industries, Ltd. (“FHI”) or its affiliates are prepetition creditors of the Debtors. Latham & Watkins was recently retained to represent FHI and its affiliates in matters wholly unrelated to the Debtors and these cases.

19. Upon information and belief, Amtek Engineering Ltd. (“Amtek”) or its affiliates are suppliers and prepetition creditors of the Debtors. Latham & Watkins was recently retained to represent Amtek and its affiliates in matters wholly unrelated to the Debtors and these cases.

20. Upon information and belief, Regus Group Plc (“Regus”) or its affiliates are prepetition creditors of the Debtors. Latham & Watkins was recently retained to represent Regus and its affiliates in matters wholly unrelated to the Debtors and these cases.

21. Upon information and belief, TDK USA Corporation (“TDK”) or its affiliates are prepetition creditors of the Debtors. TDK and its affiliates are clients of Latham & Watkins in matters wholly unrelated to the Debtors and these cases.

22. Spansion, LLC (“Spansion”) is a claim transferee in these cases. Spansion and its affiliates are clients of Latham & Watkins in matters wholly unrelated to the Debtors and these cases.

### **CONCLUSION**

23. Latham & Watkins’ services in connection with each of the matters disclosed above accounted for less than 1% of Latham & Watkins’ annual revenues for the 2007 fiscal year, and it is anticipated that they will account for less than 1% of Latham & Watkins’ annual revenues in the future. Thus, I believe that none of Latham & Watkins’ representations in connection with the matters disclosed above constitutes a material component of Latham &

Watkins' practice.

24. Given the facts and circumstances set forth above, Latham & Watkins believes that it represents no interests materially adverse to the Debtors' individual creditors or the Committee with respect to these cases and, therefore, remains eligible to continue serving as counsel to the Committee.

EXECUTED this 5<sup>th</sup> day of May, 2008 at New York, New York

/s/ Robert J. Rosenberg

Robert J. Rosenberg

Sworn to before me this  
5<sup>th</sup> day of May, 2008

/s/ Sarita Chalen

Sarita Chalen

Notary Public, State of New York

No. 01CH6028175

Qualified in Bronx County

Commission Expires July 26, 2009